

Olson Gary S
 Form 4
 April 10, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Olson Gary S

(Last) (First) (Middle)
 200 PALMER STREET
 (Street)

STROUDSBURG, PA 18360

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 ESSA Bancorp, Inc. [ESSA]

3. Date of Earliest Transaction (Month/Day/Year)
 04/06/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/06/2018		S		6,200	D	\$ 14.75
					63,248		(2) (3) (4) (5)
Common Stock	04/06/2018		S		100	D	\$ 14.76
					63,148		(2) (3) (4) (5)
Common Stock	04/06/2018		S		100	D	\$ 14.761
					63,048		(2) (3) (4) (5)
Common Stock	04/06/2018		S		600	D	\$ 14.7667
					62,448		(2) (3) (4) (5)
Common Stock	04/06/2018		S		100	D	\$ 14.77
					62,348		(2) (3) (4) (5)

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Common Stock	04/06/2018	S	100	D	\$ 14.7745	62,248 ⁽²⁾ ⁽³⁾ <u>(4)</u> <u>(5)</u>	D	
Common Stock	04/06/2018	S	100	D	\$ 14.7754	62,148 ⁽²⁾ ⁽³⁾ <u>(4)</u> <u>(5)</u>	D	
Common Stock	04/06/2018	S	100	D	\$ 14.778	62,048 ⁽²⁾ ⁽³⁾ <u>(4)</u> <u>(5)</u>	D	
Common Stock	04/06/2018	S	100	D	\$ 14.79	61,948 ⁽²⁾ ⁽³⁾ <u>(4)</u> <u>(5)</u>	D	
Common Stock	04/06/2018	S	500	D	\$ 14.8	61,448 ⁽²⁾ ⁽³⁾ <u>(4)</u> <u>(5)</u>	D	
Common Stock	04/06/2018	S	200	D	\$ 14.8049	61,248 ⁽²⁾ ⁽³⁾ <u>(4)</u> <u>(5)</u>	D	
Common Stock	04/06/2018	S	78	D	\$ 14.8055	61,170 ⁽²⁾ ⁽³⁾ <u>(4)</u> <u>(5)</u>	D	
Common Stock	04/06/2018	S	522	D	\$ 14.81	60,648 ⁽²⁾ ⁽³⁾ <u>(4)</u> <u>(5)</u>	D	
Common Stock	04/09/2018	S	203	D	\$ 14.75	60,445 ⁽²⁾ ⁽³⁾ <u>(4)</u> <u>(5)</u>	D	
Common Stock	04/10/2018	M	9,003	A	\$ 12.35	69,448 ⁽²⁾ ⁽³⁾ <u>(4)</u> <u>(5)</u>	D	
Common Stock						40,859 ⁽¹⁾	I	By 401(k)
Common Stock						130	I	By Spouse's IRA 1
Common Stock						136	I	By Spouse's IRA 2
Common Stock						11,986 ⁽¹⁾	I	By ESOP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D S (I)
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Security		Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 12.35	04/10/2018	M			9,003	05/23/2009	05/23/2018	Common Stock	9,003

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Olson Gary S 200 PALMER STREET STROUDSBURG, PA 18360	X		President and CEO	

Signatures

/s/ Marc P. Levy, pursuant to power of attorney

04/10/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Reflects transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.
- (2) Includes shares of restricted stock which vest at a rate of 25% per year commencing on September 30, 2015.
- (3) Includes shares of restricted stock which vest at a rate of 25% per year commencing on September 30, 2016.
- (4) Includes shares of restricted stock which vest at a rate of 25% per year commencing on September 30, 2017.
- (5) Includes shares of restricted stock which vest at a rate of 25% per year commencing on September 30, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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